

**Exhibit C**

**Proposed Order – Motion to Enter Settlement Agreement**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In Re:	:	
	:	Chapter 11
DPH HOLDINGS CORP., et al.,	:	
	:	Case No. 05-44481 (RDD)
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**ORDER APPROVING THE JOINT STIPULATION AND  
AGREED ORDER, CONSENT DECREE AND SETTLEMENT AGREEMENT**

WHEREAS, the United States of America on behalf of the U.S. Environmental Protection Agency (the “United States”) filed a Notice of Lodging of Proposed Settlement Agreement (“Notice of Lodging”) on November 8, 2014, and attached as Exhibit A, a copy of the proposed Joint Stipulation and Agreed Order, Consent Decree and Settlement Agreement Among Reorganized Debtors, the United States on Behalf of the United States Environmental Protection Agency, the State of Michigan on Behalf of the Michigan Department of Environmental Quality, the State of Ohio on behalf of the Ohio Environmental Protection Agency, and the Environmental Response Trust Trustee (I) Resolving Proof of Claim Number 15785 and Proofs of Administrative Expense Numbers 18956, 19539, and 19786 and (II) Establishing an Environmental Response Trust (the “Settlement Agreement”), which was executed by all parties to the agreement;

WHEREAS, the Notice of Lodging stated that notice of the proposed Settlement Agreement would be published in the Federal Register, and public comments would be accepted for a 15-day period;

WHEREAS, DPH Holdings Corporation and its affiliated entities (collectively, the “Reorganized Debtors”) addressed the proposed Settlement Agreement with the Court at the Eighty-Sixth Omnibus Hearing, held on November 14, 2013, and represented, among other things, that the 15-day public comment period would commence on November 15, 2013;

WHEREAS, the United States filed a motion on December 3, 2013 (the “Settlement Agreement Approval Motion”), requesting that the Court sign and enter the Settlement Agreement, and this Order, which concludes that the settlement is fair, reasonable, and consistent with environmental law;

WHEREAS, the Settlement Agreement Approval Motion represents that the 15-day public comment period closed on December 2, 2013, and that no public comments were received during that period;

WHEREAS, the United States also filed, on December 3, 2013, a Motion to Shorten Time (the “Motion to Shorten Time”), asking the Court to shorten the time for opposition to the Settlement Agreement Approval Motion such that any opposition must be filed by no later than December 6, 2013 at 12:00 p.m., and setting forth sufficient cause for doing so;

WHEREAS, the Court has received no opposition to the Settlement Agreement since the filing of the Notice of Lodging on November 8, 2013; and

WHEREAS, the Court has reviewed the Settlement Agreement and the Settlement Agreement Approval Motion, and has determined that a sufficient basis has been presented to support approval of the Settlement Agreement;

NOW THEREFORE, it is hereby ORDERED, that:

1. The Settlement Agreement is authorized and approved, as fair, reasonable, and consistent with environmental law, and shall become effective on the Effective Date as defined

in the Settlement Agreement, and the Reorganized Debtors' obligations thereunder are legal, valid, binding, and enforceable.

2. Le Petomane XXVIII, Inc., is approved and appointed to serve as the Environmental Trustee.

3. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York  
Date: December \_\_, 2013

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Hon. Robert D. Drain  
United States Bankruptcy Judge